

0100784004

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266  
FAX (202) 393-2156

September 21, 1995

RECORDATION NO.

SEP 21 1995 - 9 05 AM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
URBAN A. LESTER

LICENSING BRANCH

SEP 21 9 04 AM '95

RECEIVED  
OFFICE OF THE  
SECRETARY

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: GATC Trust No. 95-2

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed and acknowledged copies of an Equipment Lease Agreement, dated as of September 12, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, together with two (2) duly executed and acknowledged copies of the following secondary documents relating thereto: namely, Trust Indenture and Security Agreement, also dated as of September 12, 1995 and the following additional secondary documents, both of which are dated September 21, 1995: Trust Indenture Supplement No. I and Lease Supplement No. I.

The names and addresses of the parties to the enclosed documents are:

Equipment Lease Agreement  
Lease Supplement No. I  
GATC Trust No. 95-2

Lessor : State Street Bank and Trust Company  
225 Franklin Street  
Boston, Massachusetts 02110

Lessee : General American Transportation Corporation  
500 West Monroe Street  
Chicago, Illinois 60661

Order Parts - [Signature]

Mr. Vernon A. Williams  
September 21, 1995  
Page 2

Trust Indenture and Security Agreement  
Trust Indenture Supplement No. 1  
(GATC Trust No. 95-2)

Owner Trustee : State Street Bank and Trust Company  
225 Franklin Street  
Boston, Massachusetts 02110

Indenture Trustee : The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed documents is attached as Schedule 1 hereto.

Also enclosed is a check in the amount of \$84.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

## GENERAL AMERICAN TRANSPORTATION CORPORATION

Schedule 1

PRODUCT CODE	DESCRIPTION	DOT CLASS	UMBER CARS	CAR NUMBERS
ASL0004	5125 POWER-FLO	AAR L/O	60	GPFX010835-10865,10877-10904,10922
OFL0004	5851 PLASTIC PELLET	AAR L/O	143	GFLX074604-74614,74617-74619,74622-74628,74628-74637, 74639,74646,74648,74650-74660,74662,74663,74666, 74667-74669,74671,74675,74677,74678,74684-74687,74689,74693,74694, 74696,74699,74702,74704,74710,74711,74713-74717,74719-74721, 74724,74731,74732,74736,74737,74739,74745-74747, 74749,74750,74752,74753,74756,74758-74762,74764-74766,74769-74772, 74774-74802,74804-74807,74809-74818
OFL0006	5161 COVERED HOPPER	AAR L/O	96	GACX005622-5666,5668,5670-5673,5675-5697,5699-5721
OFL0007	3000 CEMENT CAR	AAR L/O	49	GACX003000-3048
FREIGHT				
			348	
GSL0006	13,000 NC/MS CLAY	111A100-W-1	85	GATX064653-64655,64658,64659,64662-64672,64675-64679,64681-64693, 64696-64699,64701-64746
GSL0015	20,000 OSC/MS	111A100-W-1	200	GATX022885-22899,23257-23306,23351-23360,32078-32080,32151-32190, 32206-32263,37601,37602
GSL0018	23,000 OSC/MS	111A100-W-1	486	GATX067352-67455,69518-69520,69623,69625-69627,69550,69559, 69570-69602,69604,69605,69607-69636,69648,69650,69652, 69654-69660,69662-69958
GSL0017	26,000 NC/MI CHEM	111A100-W-1	50	GATX053622-53644,53672-53697,53705
GSL0019	29,000 NC/MI ALCOH	111A100-W-1	175	GATX079882-79891,79896-80043,80101-80117
GSL0023	25,000 OM VEG OIL	111A100-W-1	175	GATX064596-54706,54708-54757,54759-54770,54772
GSL				
			1,170	
HPL0003	112J&T340 LPG	112J340-W	75	GATX009551-9625
HPL0007	105A300/100 VCM	105J300-W	40	GATX095367-95406
HPL0010	20,000 NC/MS CARB	105A500W	35	GATX007837-7871
HPL				
			160	
TOTAL			1,668	

**LEASE SUPPLEMENT NO. I  
(GATC Trust No. 95-2)**

SEP 21 1995 -9 05 AM

INTERSTATE COMMERCE COMMISSION

This Lease Supplement No. I, dated September 21, 1995, between State Street Bank and Trust Company, a Massachusetts trust company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("*Lessor*"), and General American Transportation Corporation, a New York corporation ("*Lessee*");

**Witnesseth:**

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 95-2) dated as of September 12, 1995 (the "*Lease*"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Equipment to be leased to the Lessee under the Lease.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,  
not in its individual capacity but solely as Owner Trustee

By: 

Name: DONALD E. SMITH

Title: VICE PRESIDENT

General American Transportation Corporation

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,  
not in its individual capacity but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

General American Transportation Corporation

By: E. Paul Dunn, Jr.  
Name: E. Paul Dunn, Jr.  
Title: Treasurer

State of Massachusetts  
County of SUFFOLK ) SS

On this 21 day of September, 1995, before me personally appeared DONALD E. SMITH, to me personally known, who being by me duly sworn, say that he is Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

ROBIN S. DURFEE  
Notary Public

My commission expires: My Commission Expires April 25, 1997

State of Illinois )  
County of Cook ) SS

On this \_\_\_\_\_ day of September, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) SS

On this \_\_\_\_\_ day of September, 1995, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois )  
County of Cook ) SS

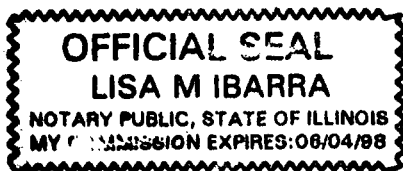
On this 21<sup>st</sup> day of September, 1995, before me personally appeared E. Paul Dunn, Jr. Treasurer to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of General American Transportation Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Lisa M Ibarra*

Notary Public

[Notarial Seal]

My commission expires:



*2/14/98*



## GENERAL AMERICAN TRANSPORTATION CORPORATION

PRODUCT CODE	DESCRIPTION	DOT CLASS	NUMBER CARS	CAR NUMBERS
ASL0004	5125 POWER-FLO	AAR L/O	60	GPF010835-10865,10877-10904,10922
OFLO004	5851 PLASTIC PELLETT	AAR L/O	143	GPLX074604-74614,74617-74619,74622-74626,74628-74637, 74639,74646,74648,74650-74660,74662,74663,74668, 74667-74669,74671,74675,74677,74678,74679,74684-74687,74689,74693,74694, 74695,74699,74702,74704,74710,74711,74713-74717,74719-74721, 74724,74731,74732,74736,74737,74739,74745-74747, 74749,74750,74752,74753,74756,74758-74762,74764-74766,74769-74772, 74774-74802,74804-74807,74809-74818 GACX005622-5666,5668,5670-5673,5675-5697,5699-5721 GACX003000-3048
OFLO006	5161 COVERED HOPPER	AAR L/O	96	
OFLO007	3000 CEMENT CAR	AAR L/O	49	
	FREIGHT		348	
GSL0006	13,000 NC/INS CLAY	111A100-W-1	85	GATX064653-64655,64658,64659,64662-64672,64675-64679,64681-64693, 64695-64699,64701-64746
GSL0015	20,000 OSCINS	111A100-W-1	200	GATX022885-22899,23257-23306,23361-23360,32076-32080,32151-32190, 32208-32283,37601,37602
GSL0016	23,000 OSCINS	111A100-W-1	485	GATX067352-67455,69518-69520,69523,69525-69527,69550,69559, 69570-69602,69604,69605,69607-69636,69648,69650,69652, 69654-69660,69662-69958
GSL0017	26,000 NC/NI CHEM	111A100-W-1	50	GATX053622-53644,53672-53697,53705
GSL0019	29,000 NC/NI ALCOH	111A100-W-1	175	GATX079882-79891,79896-80043,80101-80117
GSL0023	25,000 OM VEG OIL	111A100-W-1	125	GATX054595-54706,54708-54757,54759-54770,54772
	GSL		1,170	
HPL0003	112J&T340 LFG	112J340-W	75	GATX009551-9625
HPL0007	105A300/100 VCM	105J300-W	40	GATX095367-95406
HPL0010	20,000 NC/INS CARB	105A500W	35	GATX007837-7871
	HPL		150	
	TOTAL		1,668	